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Attorneys for the Talcott Franklin Group Investors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re : Case No.: 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al., : Chapter 11
Debtors. : Jointly Administered
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TALCOTT FRANKLIN GROUP FACT WITNESS DESIGNATION

The Talcott Franklin Group, by its counsel, Carter Ledyard & Milburn LLP, Miller Johnson and Talcott Franklin, P.C., according to the Second Revised Joint Omnibus Scheduling

Order Regarding Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, designates the following fact witnesses:

Talcott J. Franklin. Mr. Franklin will offer non-privileged fact testimony regarding: (i) the basis and nature of the Talcott Franklin Group's claims against the Debtors, Ally Financial, Ally Bank and Ally Securities; (ii) the efforts the Talcott Franklin Group undertook to recover damages based on the Debtors' violations of the representations and warranties in the securitization documents relating to the Talcott Franklin Group's investments and for the Debtors' servicing violations with regard to the same investments; (iii) the Talcott Franklin Group's negotiations with Debtors, the Ally entities, and their counsel regarding the settlement and compromise of its claims; (iv) the Talcott Franklin Group's communications with the trustees for the trusts in which the Talcott Franklin Group's investments have been made; and (v) the Talcott Franklin Group's analysis of the benefits of the RMBS Trust Settlement Agreement between the Debtors and the Talcott Franklin Group.

Dated: New York, New York
October 5, 2012

CARTER LEDYARD & MILBURN LLP

By: /s/ Aaron R. Cahn
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